

RECORDATION NO. 26447-A FILED

SEP 11 '06 4:55 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
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600 Baltimore Avenue
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Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

September 11, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, a secondary document, dated as of July 7, 2006. The primary document to which this is connected is recorded under Recordation No. 26447. We request that one copy of this document be recorded under Recordation No. 26447-A.

The names and addresses of the parties to the Memorandum of Assignment are:

Assignor:

General Electric Railcar Service Corporation
161 North Clark Street
Chicago, IL 60601

Assignee:

LaSalle Bank National Leasing Corporation
One West Pennsylvania Avenue
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment consists of 152 covered hopper cars numbered CNW 753500-753503, inclusive, 753505-753510, inclusive, 753512-753515, inclusive, 753517, 753519-753525, inclusive, 753527, 753530, 753532, 753534-753536, inclusive, 753540, 753541, 753543, 753544, 753546-753548, inclusive, 753550-753570, inclusive, 753572-753578, inclusive, 753580, 753581, 753583-753593, inclusive, 753595-753600, inclusive, 753610, 753611,

Honorable Vernon A. Williams
September 11, 2006
Page 2

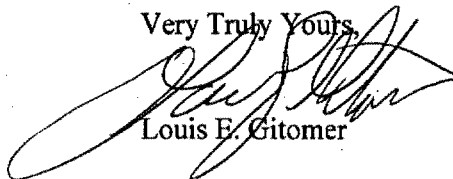
753613-753627, inclusive, 753629, 753631, 753632, 753636, 753639-753654, inclusive,
753656-753667, inclusive, 753670, 753672, and 753674-753685, inclusive

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment between General Electric Railcar Service Corporation, 161 North Clark Street, Chicago, IL 60601, and LaSalle Bank National Leasing Corporation, One West Pennsylvania Avenue, Towson, MD 21204, covering 152 covered hopper cars numbered CNW 753500-753503, inclusive, 753505-753510, inclusive, 753512-753515, inclusive, 753517, 753519-753525, inclusive, 753527, 753530, 753532, 753534-753536, inclusive, 753540, 753541, 753543, 753544, 753546-753548, inclusive, 753550-753570, inclusive, 753572-753578, inclusive, 753580, 753581, 753583-753593, inclusive, 753595-753600, inclusive, 753610, 753611, 753613-753627, inclusive, 753629, 753631, 753632, 753636, 753639-753654, inclusive, 753656-753667, inclusive, 753670, 753672, and 753674-753685, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SEP 11 '06

4-55 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum"), dated July 7, 2006, is between GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Assignor") and LASALLE NATIONAL LEASING CORPORATION ("Assignee") in respect of that certain Assignment Agreement (the "Assignment Agreement"), made as of even date herewith, by and between Assignor and Assignee.

Assignor and Assignee hereby affirm and acknowledge that:

1. Assignor has assigned to Assignee and Assignee has assumed from Assignor all of Assignor's right, title and interest in and obligations under the Lease, as it relates to the Equipment (as each term is defined in Schedule 1 hereto), effective as of the date hereof and subject to the terms set forth in the Assignment Agreement.

2. Assignor and Assignee further acknowledge and affirm that this Memorandum is not a summary of the Assignment Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Assignor and Assignee hereby agree that in the event of a conflict between this Memorandum and any provisions of the Assignment Agreement, the Assignment Agreement shall control.

3. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and may be executed in counterparts.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be duly executed by their respective officers on the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: Name: THOMAS M. JASCHIK
Title: GRAND SENIOR VICE PRESIDENT

By: _____

Name: _____
Title: _____

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum"), dated July 7, 2006, is between GENERAL ELECTRIC RAILCAR SERVICES CORPORATION ("Assignor") and LASALLE NATIONAL LEASING CORPORATION ("Assignee") in respect of that certain Assignment Agreement (the "Assignment Agreement"), made as of even date herewith, by and between Assignor and Assignee.

Assignor and Assignee hereby affirm and acknowledge that:

1. Assignor has assigned to Assignee and Assignee has assumed from Assignor all of Assignor's right, title and interest in and obligations under the Lease, as it relates to the Equipment (as each term is defined in Schedule 1 hereto), effective as of the date hereof and subject to the terms set forth in the Assignment Agreement.

2. Assignor and Assignee further acknowledge and affirm that this Memorandum is not a summary of the Assignment Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Assignor and Assignee hereby agree that in the event of a conflict between this Memorandum and any provisions of the Assignment Agreement, the Assignment Agreement shall control.

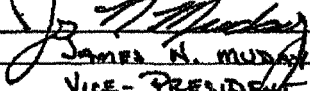
3. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and may be executed in counterparts.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be duly executed by their respective officers on the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: _____
Name: _____
Title: _____

By: 
Name: JAMES H. MURRAY
Title: VICE-PRESIDENT

STATE OF _____)
COUNTY OF _____) ss.

On this _____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is a duly authorized officer of General Electric Railcar Services Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his own free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF Maryland)
COUNTY OF Baltimore) ss.

On this 7th day of July, 2006, before me personally appeared Thomas M. Jaschik, CSVP, to me personally known, who being by me duly sworn, says that he/she is a duly authorized officer of Lasalle National Leasing Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his/her own free act and deed.

Regina M. McManus
NOTARY PUBLIC

My commission expires: 10/1/08

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

STATE OF ILLINOIS)
COUNTY OF COOK) ss.

On this 7th day of July, 2006, before me personally appeared James N. Meday, to me personally known, who being by me duly sworn, says that he is a duly authorized officer of General Electric Railcar Services Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his own free act and deed.

My commission expires: 2/22/10

NOTARY PUBLIC

OFFICIAL SEAL
JEANNE A NELSON
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES: 02/22/10

STATE OF _____)
COUNTY OF _____) ss.

On this _____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is a duly authorized officer of Lasalle National Leasing Corporation, that the foregoing instrument was signed on behalf of said company in such capacity, and acknowledged that the execution of the said instrument was his/her own free act and deed.

NOTARY PUBLIC

My commission expires: _____

Schedule 1
Definitions

For purposes of this Memorandum, the following terms shall have the following meanings:

Lease: Rider No. 73 to Car Leasing Agreement No. 8812-83, between Assignor and Union Pacific Railroad Company ("Lessee"), signed by Assignor on December 12, 2005 and by Lessee on December 2, 2005, which incorporates by reference the terms and conditions of that certain Car Leasing Agreement No. 8812-83, dated as of October 14, 1986, between Assignor and Lessee.

Equipment: The 152 units of 4,750 cu. ft. gravity hopper cars as further described on Schedule 2 hereto.

Schedule 2
Equipment

		AAR	
<u>Unit</u>		<u>Reporting Mark</u>	
<u>Count</u>	<u>Lessee</u>		
1	Union Pacific Railroad Company	CNW	753500
2	Union Pacific Railroad Company	CNW	753501
3	Union Pacific Railroad Company	CNW	753502
4	Union Pacific Railroad Company	CNW	753503
5	Union Pacific Railroad Company	CNW	753505
6	Union Pacific Railroad Company	CNW	753506
7	Union Pacific Railroad Company	CNW	753507
8	Union Pacific Railroad Company	CNW	753508
9	Union Pacific Railroad Company	CNW	753509
10	Union Pacific Railroad Company	CNW	753510
11	Union Pacific Railroad Company	CNW	753512
12	Union Pacific Railroad Company	CNW	753513
13	Union Pacific Railroad Company	CNW	753514
14	Union Pacific Railroad Company	CNW	753515
15	Union Pacific Railroad Company	CNW	753517
16	Union Pacific Railroad Company	CNW	753519
17	Union Pacific Railroad Company	CNW	753520
18	Union Pacific Railroad Company	CNW	753521
19	Union Pacific Railroad Company	CNW	753522
20	Union Pacific Railroad Company	CNW	753523
21	Union Pacific Railroad Company	CNW	753524
22	Union Pacific Railroad Company	CNW	753525
23	Union Pacific Railroad Company	CNW	753527
24	Union Pacific Railroad Company	CNW	753530
25	Union Pacific Railroad Company	CNW	753532
26	Union Pacific Railroad Company	CNW	753534
27	Union Pacific Railroad Company	CNW	753535
28	Union Pacific Railroad Company	CNW	753536
29	Union Pacific Railroad Company	CNW	753540
30	Union Pacific Railroad Company	CNW	753541
31	Union Pacific Railroad Company	CNW	753543
32	Union Pacific Railroad Company	CNW	753544
33	Union Pacific Railroad Company	CNW	753546
34	Union Pacific Railroad Company	CNW	753547
35	Union Pacific Railroad Company	CNW	753548
36	Union Pacific Railroad Company	CNW	753550
37	Union Pacific Railroad Company	CNW	753551
38	Union Pacific Railroad Company	CNW	753552
39	Union Pacific Railroad Company	CNW	753553
40	Union Pacific Railroad Company	CNW	753554
41	Union Pacific Railroad Company	CNW	753555
42	Union Pacific Railroad Company	CNW	753556
43	Union Pacific Railroad Company	CNW	753557
44	Union Pacific Railroad Company	CNW	753558

45	Union Pacific Railroad Company	CNW	753559
46	Union Pacific Railroad Company	CNW	753560
47	Union Pacific Railroad Company	CNW	753561
48	Union Pacific Railroad Company	CNW	753562
49	Union Pacific Railroad Company	CNW	753563
50	Union Pacific Railroad Company	CNW	753564
51	Union Pacific Railroad Company	CNW	753565
52	Union Pacific Railroad Company	CNW	753566
53	Union Pacific Railroad Company	CNW	753567
54	Union Pacific Railroad Company	CNW	753568
55	Union Pacific Railroad Company	CNW	753569
56	Union Pacific Railroad Company	CNW	753570
57	Union Pacific Railroad Company	CNW	753572
58	Union Pacific Railroad Company	CNW	753573
59	Union Pacific Railroad Company	CNW	753574
60	Union Pacific Railroad Company	CNW	753575
61	Union Pacific Railroad Company	CNW	753576
62	Union Pacific Railroad Company	CNW	753577
63	Union Pacific Railroad Company	CNW	753578
64	Union Pacific Railroad Company	CNW	753580
65	Union Pacific Railroad Company	CNW	753581
66	Union Pacific Railroad Company	CNW	753583
67	Union Pacific Railroad Company	CNW	753584
68	Union Pacific Railroad Company	CNW	753585
69	Union Pacific Railroad Company	CNW	753586
70	Union Pacific Railroad Company	CNW	753587
71	Union Pacific Railroad Company	CNW	753588
72	Union Pacific Railroad Company	CNW	753589
73	Union Pacific Railroad Company	CNW	753590
74	Union Pacific Railroad Company	CNW	753591
75	Union Pacific Railroad Company	CNW	753592
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94	Union Pacific Railroad Company	CNW	753615

95	Union Pacific Railroad Company	CNW	753616
96	Union Pacific Railroad Company	CNW	753617
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98	Union Pacific Railroad Company	CNW	753619
99	Union Pacific Railroad Company	CNW	753620
100	Union Pacific Railroad Company	CNW	753621
101	Union Pacific Railroad Company	CNW	753622
102	Union Pacific Railroad Company	CNW	753623
103	Union Pacific Railroad Company	CNW	753624
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105	Union Pacific Railroad Company	CNW	753626
106	Union Pacific Railroad Company	CNW	753627
107	Union Pacific Railroad Company	CNW	753629
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110	Union Pacific Railroad Company	CNW	753636
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120	Union Pacific Railroad Company	CNW	753648
121	Union Pacific Railroad Company	CNW	753649
122	Union Pacific Railroad Company	CNW	753650
123	Union Pacific Railroad Company	CNW	753651
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131	Union Pacific Railroad Company	CNW	753660
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133	Union Pacific Railroad Company	CNW	753662
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139	Union Pacific Railroad Company	CNW	753670
140	Union Pacific Railroad Company	CNW	753672
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144	Union Pacific Railroad Company	CNW	753677

145	Union Pacific Railroad Company	CNW	753678
146	Union Pacific Railroad Company	CNW	753679
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148	Union Pacific Railroad Company	CNW	753681
149	Union Pacific Railroad Company	CNW	753682
150	Union Pacific Railroad Company	CNW	753683
151	Union Pacific Railroad Company	CNW	753684
152	Union Pacific Railroad Company	CNW	753685